

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>PERCEPTIVE ADVISORS LLC</u> (Last) (First) (Middle) <u>51 ASTOR PLACE, 10TH FLOOR</u> (Street) <u>NEW YORK NY 10003</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CARGO Therapeutics, Inc. [CRGX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Former 10% Owner</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/14/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/14/2023		C		2,579,502	A	(1)	2,579,502	I	See Footnotes ⁽²⁾⁽⁴⁾
Common Stock	11/14/2023		P		333,333	A	\$15	2,912,835	I	See Footnotes ⁽²⁾⁽⁴⁾
Common Stock	11/14/2023		P		333,333	A	\$15	333,333	I	See Footnotes ⁽³⁾⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Convertible Preferred Stock	(1)	11/14/2023		C			2,579,502	(1)	(1)	Common Stock	2,579,502	(1)	0	I	See Footnotes ⁽²⁾⁽⁴⁾

1. Name and Address of Reporting Person* <u>PERCEPTIVE ADVISORS LLC</u> (Last) (First) (Middle) <u>51 ASTOR PLACE, 10TH FLOOR</u> (Street) <u>NEW YORK NY 10003</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>PERCEPTIVE LIFE SCIENCES MASTER FUND LTD</u> (Last) (First) (Middle) <u>51 ASTOR PLACE, 10TH FLOOR</u> (Street) <u>NEW YORK NY 10003</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Perceptive Xontogeny Venture Fund II, LP</u> (Last) (First) (Middle) <u>51 ASTOR PLACE, 10TH FLOOR</u> (City) (State) (Zip)

(Street)		
NEW YORK	NY	10003
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
EDELMAN JOSEPH		
(Last)	(First)	(Middle)
51 ASTOR PLACE, 10TH FLOOR		
(Street)		
NEW YORK	NY	10003
(City)	(State)	(Zip)

Explanation of Responses:

1. Each share of the Issuer's Series A-1 convertible preferred stock will automatically convert into shares of the Issuer's common stock immediately upon the closing of the Issuer's initial public offering. The Series A-1 convertible preferred stock has no expiration date.
2. The securities are directly held by Perceptive Xontogeny Venture Fund II, L.P. ("PXV II"). Perceptive Venture Advisors, LLC (the "Venture Advisor") serves as the investment manager of PXV II and is controlled by Perceptive Advisors LLC (the "Advisor"), and Perceptive Xontogeny Venture II GP, LLC ("PXV GP") is the general partner of PXV II. Mr. Edelman is the managing member of PXV GP and the Advisor.
3. The securities are directly held by Perceptive Life Sciences Master Fund Ltd. (the "Master Fund"). The Advisor serves as the investment manager of Master Fund.
4. The Venture Advisor, the Advisor, PXV GP and Mr. Edelman disclaim, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his or its indirect pecuniary interest therein, and this report shall not be deemed an admission that they are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

/s/ Joseph Edelman, for
Perceptive Advisors LLC, By:
Joseph Edelman, its managing
member 11/14/2023

/s/ Joseph Edelman, for
Perceptive Life Sciences Master
Fund Ltd., By: Perceptive
Advisors LLC, its investment
manager, By: Joseph Edelman,
its managing member 11/14/2023

/s/ Joseph Edelman, for
Perceptive Xontogeny Venture
Fund II, L.P., By: Perceptive
Xontogeny Ventures II GP, LLC,
its general partner, By: Joseph
Edelman, its managing member 11/14/2023

/s/ Joseph Edelman 11/14/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.